

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

United States Courts  
Southern District of Texas  
FILED  
MAR 19 2002  
Michael N. Milby, Clerk

BC

MARK NEWBY, et al.

Plaintiffs,

vs.

ENRON CORP., et al.

Defendants.

PIRELLI ARMSTRONG TIRE  
CORPORATE RETIREE  
MEDICAL BENEFITS TRUST,  
Derivatively On Behalf of ENRON  
CORPORATION, et al.,

Plaintiffs,

ENRON CORP., et al.,

Defendants.

TITTLE, et al.,

Plaintiffs,

vs.

ENRON CORP., et al.

Defendants.

No. H-01-CV-3624

(Consolidated Action)

No. H-01-CV-3645

(Consolidated Action)

No. H-01-CV-3913

(Consolidated Action)

**DEFENDANT ANDREW S. FASTOW'S  
MOTION TO SUBSTITUTE COUNSEL**

Defendant Andrew S. Fastow ("Fastow"), through his undersigned counsel,  
hereby files this motion pursuant to Local Rule 83.2 to substitute counsel in the above-  
captioned cases, and would respectfully show the Court as follows:

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1. Defendant Fastow desires to allow his current counsel and attorney-in-charge, Richard B. Drubel and the firm of Boies, Schiller & Flexner LLP, to withdraw from their representation of Mr. Fastow in the above captioned cases.

2. Defendant Fastow desires to have John Keker, Keker & Van Nest, LLP, 710 Sansome Street, San Francisco, California 94111, (415) 391-5400 (phone), (415) 397-7188 (facsimile) appear on his behalf as attorney-in-charge. Craig Smyser, Smyser Kaplan & Veselka, L.L.P., will continue as of Counsel.

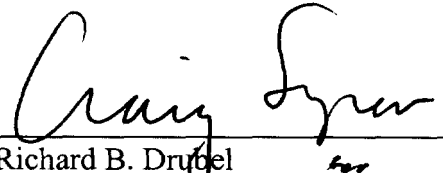
3. This motion is not made for purposes of delay and should cause no disruption or delay in this matter.

WHEREFORE, Andrew S. Fastow respectfully requests that his current counsel be permitted to withdraw from their representation in this matter, and that the above-mentioned counsel be permitted to appear on his behalf as attorney-in-charge.

Respectfully submitted,

BOIES, SCHILLER & FLEXNER LLP

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*Richard Drubel  
by permission*

**ATTORNEY-IN-CHARGE FOR  
DEFENDANT ANDREW S. FASTOW**

OF COUNSEL:

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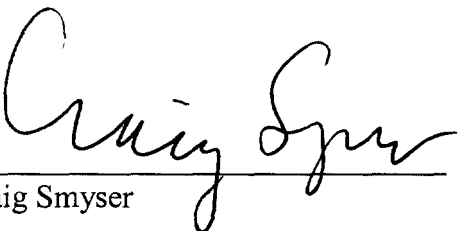
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**CERTIFICATE OF SERVICE**

This is to certify that on March 19<sup>th</sup>, 2002 a true and correct copy of the above and foregoing instrument was served on all counsel of record by facsimile transmission and/or by certified mail, return receipt requested, and in accordance with the Federal Rules of Civil Procedure.

SEE ATTACHED SERVICE LIST.

  
\_\_\_\_\_  
Craig Smyser

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On this day, the Court considered Defendant Andrew S. Fastow's Motion to Substitute Counsel. The Court is of the opinion that the Motion should be **GRANTED**. It is therefore

**ORDERED**, that John Keker, Keker Van Nest, L.L.P., is hereby designated as attorney-in-charge for Andrew S. Fastow in all consolidated cases. It is further

**ORDERED**, that Richard B. Drubel and the law firm of Boies, Schiller & Flexner LLP are permitted to withdraw and shall be removed from the Court's records and counsels' service list as counsel for Defendant Andrew S. Fastow in all consolidated cases, and that the Court's clerk and counsel shall substitute John Keker and the law firm of Keker & Van Nest therefor.

Signed this \_\_\_\_ day of March, 2002.

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HONORABLE MELINDA HARMON  
UNITED STATES DISTRICT JUDGE